

**ITEM 1: COVER PAGE FOR
PART 2B OF FORM ADV:
BROCHURE SUPPLEMENT
DATED MARCH 29, 2012**

KELLY THOMAS BROTHERS

**GENOVESE BURFORD & BROTHERS WEALTH AND RETIREMENT PLAN
MANAGEMENT, INC., (“GBB”)
1515 RESPONSE ROAD
SACRAMENTO, CA 95815
(916) 924-7527**

**MICHAEL THOMAS GENOVESE, VICE PRESIDENT AND CHIEF COMPLIANCE
OFFICER**

FIRM WEBSITE: WWW.GBBWEALTH.COM

This brochure supplement provides information about Mr. Brothers that supplements our brochure. You should have received a copy of that brochure. Please contact Mr. Genovese if you did not receive GBB’s brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Brothers is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Educational Background and Business Experience

We are required to disclose the following information about Mr. Brothers:

Kelly Thomas Brothers

Year of Birth: 1963

Formal Education after high school:

BBA Degree in Business, University of Notre Dame, 1986

MBA Degree in Business, University of Notre Dame, 1989

Business Background:

Genovese Burford & Brothers Wealth and Retirement Plan Management, Inc., executive office
01/07 – present

Royal Alliance Associates, Inc., Registered Representative, 01/07 – present

Citigroup Global Markets, Inc., FCA, 07/03 – 01/07

KCRA-TV, News Anchor, 02/89 – 07/03

Item 3 Disciplinary Information

If there are legal or disciplinary events material to your evaluation of Mr. Brothers, we are required to disclose all material facts regarding those events.¹

We have nothing to disclose in this regard.

Item 4 Other Business Activities

- A. If Mr. Brothers is actively engaged in any investment-related business or occupation, including if he is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant (“FCM”), commodity pool operator (“CPO”), commodity trading advisor (“CTA”), or an associated person of an FCM, CPO, or CTA, we are required to disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

¹ **Note:** Our firm may, under certain circumstances, rebut the presumption that a disciplinary event is material. If an event is immaterial, we are not required to disclose it. When we review a legal or disciplinary event involving Mr. Brothers to determine whether it is appropriate to rebut the presumption of materiality, we consider all of the following factors: (1) the proximity of Mr. Brothers to the advisory function; (2) the nature of the infraction that led to the disciplinary event; (3) the severity of the disciplinary sanction; and (4) the time elapsed since the date of the disciplinary event. If we conclude that the materiality presumption has been overcome, we prepare and maintain a file memorandum of our determination in our records. We follow SEC rule 204-2(a)(14)(iii) and similar state rules.

1. If a relationship between the advisory business and Mr. Brothers's other financial industry activities creates a material conflict of interest with you, the SEC requires us to describe the nature of the conflict and generally how we address it.

We have nothing to disclose in this regard.

2. If Mr. Brothers receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service ("trail") fees from the sale of mutual funds, we have to disclose this fact. If this compensation is not cash, we are required to explain what type of compensation he receives. We must explain that this practice gives Mr. Brothers an incentive to recommend investment products based on the compensation received, rather than on your needs.

Mr. Brothers is a registered representative of Royal Alliance Associates, Inc., member FINRA/SIPC. He may offer securities and receive normal and customary commissions as a result of securities transactions. This presents a conflict of interest to the extent that Mr. Brothers recommends that a client invest in a security which results in a commission being paid to him.

A conflict of interest may arise as these commissionable securities sales may create an incentive to recommend products incentive to recommend products based on the compensation adviser and/or our supervised persons may earn and may not necessarily be in the best interests of the client.

- B. If Mr. Brothers is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of his income or involve a substantial amount of his time, we are required to disclose this fact and must describe the nature of that business. If the other business activities represent less than 10 percent of Mr. Brothers' time and income, we may presume that they are not substantial.

Mr. Brothers is licensed as an insurance agent and as a securities salesperson, and is in the business of selling insurance and securities products. In this capacity, Mr. Brothers may offer commissionable (non-variable) insurance products to GBB's clients for which they may receive compensation. These activities account for approximately 1% of his time.

Mr. Brothers is also a financial reporter for a local radio station where he reports on the market conditions every half hour, and a financial reporter for KCRA. He may receive endorsements for his work on KFBK and may receive compensation from KCRA. This outside activity takes approximately 25-30% of his time.

Item 5 Additional Compensation

If someone who is not a *client* provides an economic benefit to Mr. Brothers for providing advisory services, we are required to generally describe the arrangement. For purposes of this

Item, economic benefits include sales awards and other prizes, but do not include his regular salary. Any bonus that is based, at least in part, on the number or amount of sales, *client* referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

We have nothing to disclose in this regard.

Item 6 Supervision

We are required to explain how we *supervise* Mr. Brothers, including how we monitor the advice he provides to you. Our firm has to provide the name, title and telephone number of the *person* responsible for supervising Mr. Brothers' advisory activities on behalf of our firm.

Mr. Genovese, Vice President and Chief Compliance Officer of GBB, supervises and monitors Mr. Brothers activities on a regular basis. Mr. Genovese reviews all outgoing correspondence for written financial advice that Mr. Brothers provides to his clients. Please contact Mr. Genovese if you have any questions about Mr. Brothers' brochure supplement at (916) 924-7527.